

CONSUMERS ILLINOIS WATER COMPANY
Woodhaven Water Division
Rate Case Docket No. 00-

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Person Responsible:	D. Leppert

Period Reported: 2001

Severe Damage Caused by Acts of Nature

Line

- 1 The Company is not requesting recovery of severe damage caused by acts of nature in the future test year.

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Period Reported: 1999 - 2001
Prior Year (1999) 12 Mo. Actual

Summary of Accounting Changes Since the Prior Rate Case

Line	Description (A)	Effective Date (B)	Authoritative Source (C)	Reason for Change (D)	Effect on Revenue Requirement in Test Year (E)
1					
2					
3					
4					
5					
6				NONE	
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20	TOTAL				\$0

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Period Reported: 1999 - 2001
 Prior Year (1999) 12 Mo. Actual

Cost Savings Programs - Total Company

Line	Title (A)	Description (B)	Date of Implementation (C)	Initial Implementation Start-up Costs (D)	Costs to be Incurred-1999 (E)	Costs to be Incurred-2000 (F)	Costs to be Incurred-2001 (G)	Savings to be Incurred-1999 (H)	Savings to be Incurred-2000 (I)	Savings to be Incurred-2001 (J)
1		NONE OF THE TYPE DESCRIBED		\$0	\$0	\$0	\$0	\$0	\$0	\$0
2										
3										
4										
5										
6										
7										
8										
9										
10										
11										
12										
13										
14										
15										
16										
17										
18										
19										
20										

Applicable only if costs proposed to be recorded in test year.

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Period Reported: 1996 - 2001
 Prior Year (1999) 12 Mo. Actual

Miscellaneous Operating Revenue - Total Company

Line	ICC Acct # (A)	Account Description (B)	1996 (C)	1997 (D)	1998 (E)	1999 (F)	Proj. 2000 (G)	Proj. 2001 (H)
1	470	Forfeited Discounts	\$192,126	\$165,457	\$145,317	\$156,056	\$156,160	\$157,543
2								
3	471	Misc. Service Revenues	0	0	3,458	7,933	7,530	7,530
4								
5	472	Rents from Water Property	7,830	9,586	7,970	7,979	7,810	7,810
6								
7	474	Other Water Revenues	30,592	78,607	130,279	136,362	97,015	97,410
8								
9	536	Misc. Sewer Revenues	<u>400</u>	<u>460</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20		TOTAL	\$230,948	\$254,110	\$287,024	\$308,330	\$268,515	\$270,293

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Period Reported: 1996 - 2001
 Prior Year (1999) 12 Mo. Actual

Miscellaneous Operating Revenue - Woodhaven Water Division

Line	ICC Acct # (A)	Account Description (B)	1996 (C)	1997 (D)	1998 (E)	1999 (F)	Proj. 2000 (G)	Proj. 2001 (H)
1	470	Forfeited Discounts	\$80,697	\$45,533	\$40,588	\$45,307	\$16,854	\$16,897
2								
3	471	Misc. Service Revenues	0	0	0	0	0	0
4								
5	472	Rents from Water Property	0	0	0	0	0	0
6								
7	474	Other Water Revenues	<u>5,061</u>	<u>4,114</u>	<u>4,038</u>	<u>13,821</u>	<u>3,718</u>	<u>3,727</u>
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20		TOTAL	<u>\$85,758</u>	<u>\$49,647</u>	<u>\$44,626</u>	<u>\$59,128</u>	<u>\$20,572</u>	<u>\$20,624</u>

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Legal Expense and Reserves - Total Company

Period Reported: 1996 - 2001
Prior Year (1999) 12 Mo. Actual

Reserve for Outstanding Lawsuits, Claims, etc.

Line	Year (A)	Account or Subaccount # (B)	Description of Reserve (C)	Balance at Beginning of Year (D)	Additions to Reserve (E)	Amounts Charged to Legal Expense (F)	Other (G)	Balance at End of Year (H)
1	2001	Proj.				\$150,211		
2								
3								
4								
5	2000	Proj.				147,983		
6								
7								
8								
9	1999		There is a \$10,000 reserve for Candlewick Sewer Division at 12/31/99			135,990		
10								
11								
12								
13	1998					77,858		
14								
15								
16								
17	1997					192,799		
18								
19								
20								
21	1996					74,995		

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D. Leppert

Legal Expense and Reserves - Woodhaven Water Division

Period Reported: 1996 - 2001

Prior Year (1999) 12 Mo. Actual

Reserve for Outstanding Lawsuits, Claims, etc.

Line	Year (A)	Account or Subaccount # (B)	Description of Reserve (C)	Balance at Beginning of Year (D)	Additions to Reserve (E)	Amounts Charged to Legal Expense (F)	Other (G)	Balance at End of Year (H)
1	<u>2001</u>	Proj.	None			\$21		
2								
3								
4								
5	<u>2000</u>	Proj.	None			21		
6								
7								
8								
9	<u>1999</u>		None			8,147		
10								
11								
12								
13	<u>1998</u>		None			1,501		
14								
15								
16								
17	<u>1997</u>		None			127		
18								
19								
20								
21	<u>1996</u>		None			0		

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Period Reported: 2001

Add-On Taxes

Line

1

There are no Add-On Taxes for Woodhaven Water Division in revenue or expenses.

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Period Reported: 1998 - 2001
Prior Year (1999) 12 Mo. Actual

Amortization of Deferred Charges - Total Company

Line	Description (A)	Time Period Charges Recorded (B)	Amortization Period (C)	Authorizing ICC Docket #s (D)	Balance at 1/1/98 (E)	Balance at 12/31/98 (F)
1	Tank Painting	Various	Various	Various	\$245,491	\$446,998
2	Rate Case	-	-	-	1,067,356	1,216,660
3	Plant Acq. Adjustment	-	-	-	<u>163,335</u>	<u>162,309</u>
4					\$1,476,182	\$1,825,967
5						
6						
7						
8		Balance at	Balance at	Balance at		
9		12/31/99	12/31/00	12/31/01		
10		(G)	(H)	(I)		
11	Tank Painting	\$383,590	\$916,497	\$943,695		
12	Rate Case	1,257,785	842,883	522,991		
13	Plant Acq. Adjustment	<u>156,899</u>	<u>151,489</u>	<u>146,079</u>		
14		\$1,798,274	\$1,910,869	\$1,612,765		
15						
16						
17		Amortization	Amortization	Amortization	Amortization	
18		Expense	Expense	Expense	Expense	
19		1998	1999	2000	2001	
20		(K)	(L)	(M)	(N)	
21	Tank Painting	\$63,402	\$75,102	\$92,094	\$132,802	
22	Rate Case	377,193	416,364	395,391	319,892	
23	Plant Acq. Adjustment	<u>1,026</u>	<u>5,410</u>	<u>5,410</u>	<u>5,410</u>	
24		\$441,621	\$496,876	\$492,895	\$458,104	
25						
26	* Consumers Illinois Water Company has many deferrals currently being amortized. A complete listing of all deferrals will be made available.					

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Period Reported: 1998 - 2001
Prior Year (1999) 12 Mo. Actual

Amortization of Deferred Charges - Woodhaven Water Division

Line	Description (A)	Time Period Charges Recorded (B)	Amortization Period (C)	Authorizing ICC Docket #s (D)	Balance at 1/1/98 (E)	Balance at 12/31/98 (F)
1	Tank Painting	Various	*	Various	\$12,977	\$9,842
2	Rate Case	-	-	-	0	0
3					\$12,977	\$9,842
4						
5						
6						
7						
8		Balance at	Balance at	Balance at		
9		12/31/99	12/31/00	12/31/01		
10		(G)	(H)	(I)		
11	Tank Painting	\$8,022	\$6,014	\$4,194		
12	Rate Case	17,553	46,890	33,879		
13		\$25,575	\$52,904	\$38,073		
14						
15						
16						
17		Amortization	Amortization	Amortization	Amortization	
18		Expense	Expense	Expense	Expense	
19		1998	1999	2000	2001	
20		(J)	(K)	(L)	(M)	
21	Tank Painting	\$3,462	\$1,820	\$2,008	\$1,820	
22	Rate Case	0	0	0	20,838	2001 Reflects rate case adjustment
23		\$3,462	\$1,820	\$2,008	\$22,658	

* Consumers Illinois Water Company has many deferrals currently being amortized. A complete listing of all deferrals will be made available.

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Person Responsible:

F. Simpson

Proposed Test Year Period: Future

Period Reported: Average 2001

Cost of Capital Summary (Total Company)

<u>Line</u>	<u>Class of Capital</u> <u>(A)</u>	<u>Schedule</u> <u>Reference</u> <u>(B)</u>	<u>Average</u> <u>Future Test</u> <u>Year</u> <u>(C)</u>	<u>Ratio %</u> <u>(D)</u>	<u>Cost %</u> <u>(E)</u>	<u>Weighted</u> <u>Ave. Cost %</u> <u>(F)</u>
1	Short - Term Debt	D - 2	\$2,420,833	2.95%	7.24%	0.213%
2						
3						
4	Long - Term Debt	D - 3	37,471,705	45.62%	8.58%	3.913%
5						
6						
7	Preferred Stock	D - 4	398,777	0.49%	5.52%	0.027%
8						
9						
10	Common Equity	WP-D1	<u>41,854,118</u>	<u>50.95%</u>	11.00%	<u>5.605%</u>
11						
12						
13						
14	Total Capital		\$82,145,433	100%		9.76%

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Proposed Test Year Period: Future
Period Reported: 2001

Cost of Capital Summary (Total Company)

<u>Line</u>	<u>Class of Capital</u> <u>(A)</u>	<u>Schedule</u> <u>Reference</u> <u>(B)</u>	<u>Projected</u> <u>12/31/01</u> <u>(C)</u>	<u>Ratio %</u> <u>(D)</u>	<u>Cost %</u> <u>(E)</u>	<u>Weighted</u> <u>Ave. Cost %</u> <u>(F)</u>
1	Short - Term Debt	D - 2	\$2,400,000	2.91%	7.24%	0.211%
2						
3						
4	Long - Term Debt	D - 3	37,506,715	45.53%	8.57%	3.901%
5						
6						
7	Preferred Stock	D - 4	398,777	0.48%	5.52%	0.027%
8						
9						
10	Common Equity	WP-D1	<u>42,081,285</u>	<u>51.08%</u>	11.00%	<u>5.619%</u>
11						
12						
13						
14	Total Capital		\$82,386,777	100%		9.76%

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Proposed Test Year Period: Future
Period Reported: 2000

Cost of Capital Summary (Total Company)

<u>Line</u>	<u>Class of Capital</u> <u>(A)</u>	<u>Schedule</u> <u>Reference</u> <u>(B)</u>	<u>Projected</u> <u>12/31/00</u> <u>(C)</u>	<u>Ratio %</u> <u>(D)</u>	<u>Cost %</u> <u>(E)</u>	<u>Weighted</u> <u>Ave. Cost %</u> <u>(F)</u>
1	Short - Term Debt	D - 2	\$2,900,000	3.53%	7.24%	0.256%
2						
3						
4	Long - Term Debt	D - 3	37,436,695	45.60%	8.59%	3.915%
5						
6						
7	Preferred Stock	D - 4	398,777	0.49%	5.52%	0.027%
8						
9						
10	Common Equity	WP-D1	<u>41,365,381</u>	<u>50.38%</u>	11.00%	<u>5.542%</u>
11						
12						
13						
14	Total Capital		\$82,100,853	100%		9.74%

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Person Responsible:

F. Simpson

Proposed Test Year Period: Future

Period Reported: 1999

Prior Year (1999) 12 Mo. Actual

Cost of Capital Summary (Total Company)

<u>Line</u>	<u>Class of Capital</u> <u>(A)</u>	<u>Schedule</u> <u>Reference</u> <u>(B)</u>	<u>12/31/99</u> <u>(C)</u>	<u>Ratio %</u> <u>(D)</u>	<u>Cost %</u> <u>(E)</u>	<u>Weighted</u> <u>Ave. Cost %</u> <u>(F)</u>
1	Short - Term Debt	D - 2	\$2,500,000	3.28%	7.24%	0.237%
2						
3						
4	Long - Term Debt	D - 3	35,434,132	46.42%	8.72%	4.049%
5						
6						
7	Preferred Stock	D - 4	398,777	0.52%	5.52%	0.029%
8						
9						
10	Common Equity	WP-D1	<u>37,999,256</u>	<u>49.78%</u>	11.00%	<u>5.476%</u>
11						
12						
13						
14	Total Capital		\$76,332,165	100%		9.79%

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Person Responsible:

F. Simpson

Proposed Test Year Period: Future

Period Reported: 2001

Cost of Short-term Debt

Line	Lender Bank (Line of Credit) (A)	Workpaper Reference (B)	Ave. Orig. Term to Maturity (C)	Future Test Year 12 Mo. Wtd. Ave. Amount Outstanding (D)	Ave. Interest Rate (E)	Interest Requirement (F)
1	First of America Bank	WP-D2, page 1	10	\$2,420,833	7.00% (1)	\$169,458
2						
3	Mellon Bank	WP-D2, page 1		0		0
4						
5	CoBank	WP-D2, page 1		0		0
6						
7						
8						
9		Total Short-term Debt Outstanding:		\$2,420,833	Annualized Interest:	\$169,458
10		Less: Unamortized Issuance Expense:		<u>26,726</u>	Add: STD Issuance Amort.:	<u>3,864</u>
11		Carrying Value - Ave. Future Test Year:		\$2,394,107	Annualized Interest & Iss.:	\$173,322
12						
13						
14						
15				Cost of Short-Term Debt:		<u>7.24%</u>
16						
17						
18						
19						

(1) Interest rate is 95 basis points over LIBOR - (30 - 360 days)

Proposed Test Year Period: Future
Period Reported: Ave. 2001

Embedded Cost of Long - Term Debt (Total Company)

Line	Debt Issue Type / Coupon Rate (A)	Date Issued (B)	Maturity Date (C)	Principal Amount (D)	Face Amt. Outstanding 12/31/00 (E)	Face Amt. Outstanding 12/31/01 (F)	Ave. Future (2) Test Year Face Amt. Outstanding (G)	Unamortized Discount or Premium (H)	Unamortized Debt Expense (I)	Carrying Value (J)	Annualized Coupon Interest (K)	Annualized Amort. Of Discount or Premium (L)	Annualized Amort. Of Debt Exp. (M)	Annualized Interest Expense (N)
1	<u>First Mortgage Bonds:</u>													
2	Series M - 10.40%	12/06/88	12/1/18	\$6,000,000	\$6,000,000	\$6,000,000	\$6,000,000	\$0	\$104,489	\$5,895,511	\$624,000	\$0	\$5,999	\$629,999
3	Series N - 9.69%	3/15/91	3/1/21	4,500,000	4,500,000	4,500,000	4,500,000	0	83,346	4,416,654	436,050	0	4,229	440,279
4	Series O - 7.63%	9/21/95	9/1/25	8,000,000	8,000,000	8,000,000	8,000,000	0	68,147	7,931,853	610,400	0	2,810	613,210
5	Series P - 9.19%	9/21/95	7/15/22	6,000,000	6,000,000	6,000,000	6,000,000	0	34,043	5,965,957	551,400	0	1,615	553,015
6	Series R - 8.00%	9/21/95	9/1/25	2,800,000	2,800,000	2,800,000	2,800,000	0	148,192	2,651,809	168,000	0	6,111	174,111
7	Series Q - 6.10%	9/21/95	9/1/25	10,000,000	10,000,000	10,000,000	10,000,000	0	529,060	9,470,941	610,000	0	21,817	631,817
8	NEW LTD			2,000,000	2,000,000	2,000,000	2,000,000	0	66,212	1,933,789	124,200	0	2,283	126,483
9														
10	Subtotal				\$39,300,000	\$39,300,000	\$39,300,000	\$0	\$1,033,488	\$38,266,512	\$3,124,050	\$0	\$44,864	\$3,168,914
11														
12	<u>Other Long - Term Debt:</u>													
13	Non Interest Bearing Note	6/17/75	Until Paid	\$294,924	\$70,659	\$50,645	\$60,652	\$0	\$0	\$60,652	\$0	\$0	\$0	\$0
14														
15	(1) <u>Premature Redemptions - 1993:</u>													
16	Series H - 12.75%	8/1/83	8/1/98	\$1,500,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
17	Deferred Debt Expense													
18	Deferred Premium													
19														
20	(1) <u>Premature Redemptions - 1995:</u>													
21	Series J - Variable Rate	12/31/84	12/31/99	\$2,000,000	\$0	\$0	\$0		\$0	\$0	\$0	\$0	\$0	\$0
22	Series K - Variable Rate	4/30/87	6/1/02	3,100,000	0	0	0		0	0	0	0	0	0
23	Series I - 9.19%	7/24/92	7/15/22	6,000,000	0	0	0		108,782	-108,782	0	0	5,180	5,180
24	Tax Exempt - 7.50%	2/1/90	2/1/20	1,000,000	0	0	0		746,678	-746,678	0	0	39,991	39,991
25														
26	Subtotal				\$0	\$0	\$0		\$855,459	-\$855,459	\$0	\$0	\$45,171	\$45,171
27														
28														
29	TOTAL				\$39,370,659	\$39,350,645	\$39,360,652		\$1,888,947	\$37,471,705	\$3,124,050		\$90,035	\$3,214,085

Embedded Cost of Long-Term Debt **8.58%**

(1) All unamortized costs of bond issues prematurely retired are being amortized over the remaining lives of the original issuance as allowed in Docket #s 95-0307/0342 and 95-0641.

(2) Long-term Debt Face Amounts Outstanding are projected to remain unchanged from 12/00 - 12/01. As such, the Future Test Tear based on 12 months of average monthly balances is reflected above.

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Proposed Test Year Period: Future
Period Reported: 2001

Embedded Cost of Long - Term Debt (Total Company)

Line	Debt Issue Type / Coupon Rate (A)	Date Issued (B)	Maturity Date (C)	Principal Amount (D)	Face Amt. Outstanding 12/31/01 (E)	Unamortized Discount or Premium (F)	Unamortized Debt Expense (G)	Carrying Value (H)	Annualized Coupon Interest (I)	Annualized Amort. Of Discount or Premium (J)	Annualized Amort. Of Debt Exp. (K)	Annualized Interest Expense (L)
1	<u>First Mortgage Bonds:</u>											
2	Series M - 10.40%	12/06/88	12/1/18	\$6,000,000	\$6,000,000	\$0	\$101,489	\$5,898,511	\$624,000	\$0	\$5,999	\$629,999
3	Series N - 9.69%	3/15/91	3/1/21	4,500,000	4,500,000	0	81,232	4,418,768	436,050	0	4,229	440,279
4	Series O - 7.63%	9/21/95	9/1/25	8,000,000	8,000,000	0	66,742	7,933,258	610,400	0	2,810	613,210
5	Series P - 9.19%	9/21/95	7/15/22	6,000,000	6,000,000	0	33,236	5,966,764	551,400	0	1,615	553,015
6	Series R - 6.00%	9/21/95	9/1/25	2,800,000	2,800,000	0	145,136	2,654,864	168,000	0	6,111	174,111
7	Series Q - 6.10%	9/21/95	9/1/25	10,000,000	10,000,000	0	518,151	9,481,849	610,000	0	21,817	631,817
8	NEW LTD			2,000,000	2,000,000	0	65,070	1,934,930	124,200	0	2,283	126,483
9												
10	Subtotal				\$39,300,000	\$0	\$1,011,057	\$38,288,943	\$3,124,050	\$0	\$44,864	\$3,168,914
11												
12	<u>Other Long - Term Debt:</u>											
13	Non Interest Bearing Note	6/17/75	Until Paid	\$294,924	\$50,645	\$0	\$0	\$50,645	\$0	\$0	\$0	\$0
14												
15	<u>Premature Redemptions - 1993:</u>											
16	Series H - 12.75%	8/1/83	8/1/98	\$1,500,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
17	Deferred Debt Expense											
18	Deferred Premium											
19												
20	<u>Premature Redemptions - 1995:</u>											
21	Series J - Variable Rate	12/31/84	12/31/99	\$2,000,000	\$0		\$0	\$0	\$0	\$0	\$0	\$0
22	Series K - Variable Rate	4/30/87	6/1/02	3,100,000	0		0	0	0	0	0	0
23	Series I - 9.19%	7/24/92	7/15/22	6,000,000	0		106,192	-106,192	0	0	5,180	5,180
24	Tax Exempt - 7.50%	2/1/90	2/1/20	1,000,000	0		726,682	-726,682	0	0	39,991	39,991
25												
26	Subtotal				\$0		\$832,874	-\$832,874	\$0	\$0	\$45,171	\$45,171
27												
28												
29	TOTAL				\$39,350,645		\$1,843,930	\$37,506,715	\$3,124,050	\$0	\$90,035	\$3,214,085

Embedded Cost of Long-Term Debt **8.57%**

(1) All unamortized costs of bond issues prematurely retired are being amortized over the remaining lives of the original issuance as allowed in Docket #s 95-0307/0342 and 95-0641.

CONSUMERS ILLINOIS WATER COMPANY
Woodhaven Water Division
Rate Case Docket No. 00-

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Person Responsible: F. Simpson

Proposed Test Year Period: Future
Period Reported: 2000

Embedded Cost of Long - Term Debt (Total Company)

Line	Debt Issue Type / Coupon Rate (A)	Date Issued (B)	Maturity Date (C)	Principal Amount (D)	Face Amt. Outstanding 12/31/00 (E)	Unamortized Discount or Premium (F)	Unamortized Debt Expense (G)	Carrying Value (H)	Annualized Coupon Interest (I)	Annualized Amort. Of Discount or Premium (J)	Annualized Amort. Of Debt Exp. (K)	Annualized Interest Expense (L)
1	<u>First Mortgage Bonds:</u>											
2	Series M - 10.40%	12/06/88	12/1/18	\$6,000,000	\$6,000,000	\$0	\$107,489	\$5,892,511	\$624,000	\$0	\$5,999	\$629,999
3	Series N - 9.69%	3/15/91	3/1/21	4,500,000	4,500,000	0	85,460	4,414,540	436,050	0	4,229	440,279
4	Series O - 7.63%	9/21/95	9/1/25	8,000,000	8,000,000	0	69,552	7,930,448	610,400	0	2,810	613,210
5	Series P - 9.19%	9/21/95	7/15/22	6,000,000	6,000,000	0	34,850	5,965,150	551,400	0	1,615	553,015
6	Series R - 6.00%	9/21/95	9/1/25	2,800,000	2,800,000	0	151,247	2,648,753	168,000	0	6,111	174,111
7	Series Q - 6.10%	9/21/95	9/1/25	10,000,000	10,000,000	0	539,968	9,460,032	610,000	0	21,817	631,817
8	NEW LTD			2,000,000	2,000,000	0	67,353	1,932,647	124,200	0	2,283	126,483
9												
10	Subtotal				\$39,300,000	\$0	\$1,055,919	\$38,244,081	\$3,124,050	\$0	\$44,864	\$3,168,914
11												
12	<u>Other Long - Term Debt:</u>											
13	Non Interest Bearing Note	6/17/75	Until Paid	\$294,924	\$70,659	\$0	\$0	\$70,659	\$0	\$0	\$0	\$0
14												
15	<u>Premature Redemptions - 1993:</u>											
16	Series H - 12.75%	8/1/83	8/1/98	\$1,500,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
17	Deferred Debt Expense											
18	Deferred Premium											
19												
20	<u>Premature Redemptions - 1995:</u>											
21	Series J - Variable Rate	12/31/84	12/31/99	\$2,000,000	\$0		\$0	\$0	\$0	\$0	\$0	\$0
22	Series K - Variable Rate	4/30/87	6/1/02	3,100,000	0		0	0	0	0	0	0
23	Series I - 9.19%	7/24/92	7/15/22	6,000,000	0		111,372	-111,372	0	0	5,180	5,180
24	Tax Exempt - 7.50%	2/1/90	2/1/20	1,000,000	0		766,673	-766,673	0	0	39,991	39,991
25												
26	Subtotal				\$0		\$878,045	-\$878,045	\$0	\$0	\$45,171	\$45,171
27												
28												
29	TOTAL				\$39,370,659		\$1,933,964	\$37,436,695	\$3,124,050	\$0	\$90,035	\$3,214,085
30												
31												
32												
33												
34												
35												

Embedded Cost of Long-Term Debt **8.59%**

(1) All unamortized costs of bond issues prematurely retired are being amortized over the remaining lives of the original issuance as allowed in Docket #s 95-0307/0342 and 95-0641.

CONSUMERS ILLINOIS WATER COMPANY
Woodhaven Water Division
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Person Responsible: F. Simpson

Proposed Test Year Period: Future
Period Reported: 1999
Prior Year (1999) 12 Mo. Actual

Embedded Cost of Long - Term Debt (Total Company)

Line	Debt Issue Type / Coupon Rate (A)	Date Issued (B)	Maturity Date (C)	Principal Amount (D)	Face Amt. Outstanding 12/31/99 (E)	Unamortized Discount or Premium (F)	Unamortized Debt Expense (G)	Carrying Value (H)	Annualized Coupon Interest (I)	Annualized Amort. Of Discount or Premium (J)	Annualized Amort. Of Debt Exp. (K)	Annualized Interest Expense (L)
1	<u>First Mortgage Bonds:</u>											
2	Series M - 10.40%	12/06/88	12/1/18	\$6,000,000	\$6,000,000	\$0	\$113,488	\$5,886,512	\$624,000	\$0	\$5,999	\$629,999
3	Series N - 9.69%	3/15/91	3/1/21	4,500,000	4,500,000	0	89,689	4,410,311	436,050	0	4,229	440,279
4	Series O - 7.63%	9/21/95	9/1/25	8,000,000	8,000,000	0	72,362	7,927,638	610,400	0	2,810	613,210
5	Series P - 9.19%	9/21/95	7/15/22	6,000,000	6,000,000	0	36,465	5,963,535	551,400	0	1,615	553,015
6	Series R - 6.00%	9/21/95	9/1/25	2,800,000	2,800,000	0	157,358	2,642,642	168,000	0	6,111	174,111
7	Series Q - 6.10%	9/21/95	9/1/25	10,000,000	10,000,000	0	561,785	9,438,215	610,000	0	21,817	631,817
8												
9												
10	Subtotal				\$37,300,000	\$0	\$1,031,147	\$36,268,853	\$2,999,850	\$0	\$42,581	\$3,042,431
11												
12	<u>Other Long - Term Debt:</u>											
13	Non Interest Bearing Note	6/17/75	Until Paid	\$294,924	\$90,377	\$0	\$0	\$90,377	\$0	\$0	\$0	\$0
14												
15	<u>Premature Redemptions - 1993:</u>											
16	Series H - 12.75%	8/1/83	8/1/98	\$1,500,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
17	Deferred Debt Expense											
18	Deferred Premium											
19												
20	<u>Premature Redemptions - 1995:</u>											
21	Series J - Variable Rate	12/31/84	12/31/99	\$2,000,000	\$0		\$0	\$0	\$0	\$0	\$0	\$0
22	Series K - Variable Rate	4/30/87	6/1/02	3,100,000	0		2,882	-2,882	0	0	2,882	2,882
23	Series I - 9.19%	7/24/92	7/15/22	6,000,000	0		116,552	-116,552	0	0	5,160	5,160
24	Tax Exempt - 7.50%	2/1/90	2/1/20	1,000,000	0		805,664	-805,664	0	0	39,991	39,991
25												
26	Subtotal				\$0		\$925,098	-\$925,098	\$0	\$0	\$48,053	\$48,053
27												
28												
29	TOTAL				\$37,390,377		\$1,956,245	\$35,434,132	\$2,999,850	\$0	\$90,634	\$3,090,484
30												
31												

Embedded Cost of Long-Term Debt **8.72%**

(1) All unamortized costs of bond issues prematurely retired are being amortized over the remaining lives of the original issuance as allowed in Docket #s 95-0307/0342 and 95-0641.

CONSUMERS ILLINOIS WATER COMPANY

Woodhaven Water Division

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Person Responsible:

F. Simpson

Proposed Test Year Period: Future

Period Reported: 1999 - 2001

Prior Year (1999) 12 Mo. Actual

Embedded Cost of Preferred Stock (Total Company)

<u>Line</u>	<u>Dividend Rate, Type, Par Value (A)</u>	<u>Date of Issuance (B)</u>	<u>Number of Shares Outstanding (C)</u>	<u>Average (1) Par Value Outstanding Actual (D)</u>	<u>Premium or Discount (E)</u>	<u>Issue Expense (F)</u>	<u>Net Proceeds (G)</u>	<u>Annual Dividends (H)</u>
1	Preferred Stock:							
2	Cumulative Preferred - 5.5%	July 1967	4,000	\$400,000	\$1,150	\$2,373	\$398,777	\$22,000
3	(\$100 Par)							
4								
5								

Embedded Cost of Preferred Stock (Column H/G)**5.52%**

- 1) Preferred Stock is projected to remain unchanged from 1999 through 2001, thus these years, as well as the Future Test Year based on 12 months of average monthly balances, are reflected on this single Exhibit per above.

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Person Responsible: F. Simpson

Proposed Test Year Period: Future

Period Reported: Pre-1952 - 2001

Prior Year (1999) 12 Mo. Actual

Common Equity Issuance Expense (Total Company)

<u>Line</u>	<u>Issue Type,</u> <u>ICC Docket Authorizing Issue</u> <u>(A)</u>	<u>Date of</u> <u>Issuance</u> <u>(B)</u>	<u>Gross</u> <u>Proceeds</u> <u>(C)</u>	<u>Underwriters'</u> <u>Discounts</u> <u>(D)</u>	<u>Issuance</u> <u>Expenses</u> <u>(E)</u>	<u>Net</u> <u>Proceeds</u> <u>(F)</u>	<u>ICC Docket</u> <u>Authorizing</u> <u>Recovery</u> <u>In Rates</u> <u>(G)</u>	<u>Authorized</u> <u>Amortization</u> <u>Period</u> <u>(H)</u>
1	Common Stock - (unknown)	Pre-1952	\$467,375	\$0	\$0	\$467,375	None	None
2	(#43713)	1956	382,625	0	2,839	379,786	None	None
3	(#46256)	1959	400,000	0	3,636	396,364	None	None
4	(#78-0581)	1979	937,500	0	4,521	932,979	None	None
5	Merger with "Old CIWC"(UP)(#87-0402)	1988	0	0	6,318	-6,318	None	None
6	Common Stock - (#95-0266)	1995	466,100	0	5,536	460,564	None	None
7	Merger with Interstate (#95-0266)	1995	0	0	21,569	-21,569	None	None
8	Common Stock - (#98-0032)	1998	<u>330,000</u>	<u>0</u>	<u>4,000</u>	<u>326,000</u>	None	None
9								
10								
11	TOTAL		\$2,983,600	\$0	\$48,419	\$2,935,181		

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Woodhaven Water Division
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Person Responsible:

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F. Simpson

Proposed Test Year Period: Future

Period Reported: 1998 - 2001

Prior Year (1999) 12 Mo. Actual

Statement of Cash Flows (Total Company)

Line	Description (A)	Actual 1998 (B)	Actual 1999 (C)	Projected 2000 (D)	Projected 2001 (E)
1	<u>Cash Flows From Operating Activities:</u>				
2	Net Income Before Preferred Dividends	\$2,898,623	\$3,837,154	\$3,286,472	\$2,361,378
3	Adjustments to Reconcile Net Income to Net Cash Provided				
4	by Operating Activities:				
5	Depreciation and Amortization	4,416,378	3,961,936	4,053,463	4,405,833
6	Deferred Taxes, Investment Tax Credit and Other	536,900	387,506	569,958	378,802
7	Changes in Current Assets and Liabilities:				
8	Change in Accounts Receivables, Unbilled Revenue,				
9	Materials and Supplies and Prepayments	-204,529	-45,526	44,913	-3,061
10	Change in Accounts Payables and Other Current Liabilities	866,236	-101,353	52,181	100,155
11	Change in Accrued Interest	10,015	-83,595	62,101	0
12	Other (Net)	-1,471,454	-332,288	-887,386	-357,798
13	Total Adjustments	4,153,546	3,806,680	3,895,230	4,523,931
14	Net Cash Provided by Operating Activities	\$7,052,169	\$7,643,834	\$7,181,702	\$6,885,309
15					
16	<u>Cash Flows From Investing Activities:</u>				
17	Capital Expenditures - Net of Dispositions	-5,017,445	-7,111,600	-10,017,697	-4,590,926
18	Net Cash Used In Investing Activities	-\$5,017,445	-\$7,111,600	-\$10,017,697	-\$4,590,926
19					
20	<u>Cash Flows From Financing Activities:</u>				
21	Issuance of Common Stock	3,996,000	0	0	0
22	Issuance of Long - Term Debt	0	0	2,000,000	0
23	Borrowings of Short -Term Debt, Net	-2,600,000	1,000,000	400,000	-500,000
24	Repayment of Long -Term Debt	-15,984	-19,425	-19,718	-20,015
25	Costs of Financing Long - Term Debt	-38,641	0	0	0
26	Customer Advances and CIAC-Net of Repayments	316,256	791,434	-7,917	21,509
27	Dividends Paid	-2,491,500	-3,505,000	-22,000	-1,747,000
28	Net Cash Provided by Financing Activities	-\$833,869	-\$1,732,991	\$2,350,365	-\$2,245,506
29					
30	Net Increase (Decrease) in Cash and Cash Equivalents	\$1,200,855	-\$1,200,757	-\$485,630	\$48,877
31					
32	Cash and Cash Equivalents at Beginning of Year	514,574	1,715,429	514,672	29,042
33					
34	Cash and Cash Equivalents at End of Year	<u>\$1,715,429</u>	<u>\$514,672</u>	<u>\$29,042</u>	<u>\$77,919</u>

Proposed Test Year Period: Future
Period Reported: 2000

Statement of Cash Flows (Total Company)

Line	Description (A)	Forecasted Jan-00 (B)	Forecasted Feb-00 (C)	Forecasted Mar-00 (D)	Forecasted Apr-00 (E)	Forecasted May-00 (F)	Forecasted Jun-00 (G)	Forecasted Jul-00 (H)	Forecasted Aug-00 (I)	Forecasted Sep-00 (J)	Forecasted Oct-00 (K)	Forecasted Nov-00 (L)	Forecasted Dec-00 (M)	Forecasted 12/31/00 (N)
1	<u>Cash Flows From Operating Activities:</u>													
2	Net Income Before Preferred Dividends	\$291,372	\$218,965	\$213,239	\$255,465	\$242,639	\$283,832	\$356,386	\$376,447	\$329,837	\$291,806	\$221,556	\$204,928	\$3,286,472
3	Adjustments to Reconcile Net Income to Net Cash Provided													
4	by Operating Activities:													
5	Depreciation and Amortization	313,525	316,902	323,098	333,277	334,441	336,971	339,525	343,829	348,782	353,938	354,456	354,719	4,053,463
6	Deferred Taxes, Investment Tax Credit and Other	21,568	17,142	120,274	13,840	43,594	13,660	13,741	13,742	13,740	230,125	11,923	56,609	569,958
7	Changes in Current Assets and Liabilities:													
8	Change in Accounts Receivables, Unbilled Revenue,													0
9	Materials and Supplies and Prepayments	44,913	0	0	0	0	0	0	0	0	0	0	0	44,913
10	Change in Accounts Payables and Other Current Liabilities	-36,809	8,090	8,090	8,090	8,090	8,090	8,090	8,090	8,090	8,090	8,090	8,090	52,181
11	Change in Accrued Interest	-6,809	265,740	-696,893	268,891	275,192	-106,120	-15,363	260,968	-652,518	273,570	276,090	-80,647	62,101
12	Other (Net)	184	184	-259,816	183	-10,910	183	-68,311	184	184	-549,817	183	183	-887,386
13	Total Adjustments	336,572	608,058	-505,247	624,281	650,407	252,784	277,682	626,813	-281,722	315,906	650,742	338,954	3,895,230
14	Net Cash Provided by Operating Activities	\$627,944	\$827,023	-\$292,008	\$879,746	\$893,046	\$536,616	\$634,088	\$1,003,260	\$48,115	\$607,712	\$872,298	\$543,882	\$7,181,702
15														
16	<u>Cash Flows From Investing Activities:</u>													
17	Capital Expenditures - Net of Dispositions	-538,998	-335,494	-1,075,763	-1,009,697	-1,918,586	3,588,919	-2,170,800	-1,626,057	-1,371,399	-1,340,345	-1,225,730	-993,747	-10,017,697
18	Net Cash Used in Investing Activities	-\$538,998	-\$335,494	-\$1,075,763	-\$1,009,697	-\$1,918,586	\$3,588,919	-\$2,170,800	-\$1,626,057	-\$1,371,399	-\$1,340,345	-\$1,225,730	-\$993,747	-\$10,017,697
19														
20	<u>Cash Flows From Financing Activities:</u>													
21	Issuance of Common Stock	0	0	0	0	0	0	0	0	0	0	0	0	0
22	Issuance of Long - Term Debt	0	0	0	0	0	0	2,000,000	0	0	0	0	0	2,000,000
23	Borrowings of Short -Term Debt, Net	500,000	-500,000	500,000	0	1,000,000	-4,000,000	0	100,000	1,300,000	700,000	400,000	400,000	400,000
24	Repayment of Long -Term Debt	0	0	0	0	0	0	0	0	0	0	-19,718	0	-19,718
25	Costs of Financing Long - Term Debt	0	0	0	0	0	0	0	0	0	0	0	0	0
26	Customer Advances and CIAC-Net of Repayments	0	0	-44,405	6,000	0	8,280	6,000	0	2,428	5,500	0	8,280	-7,917
27	Dividends Paid	0	0	-5,500	0	0	-5,500	0	0	-5,500	0	0	-5,500	-22,000
28	Net Cash Provided by Financing Activities	\$500,000	-\$500,000	\$450,095	\$6,000	\$1,000,000	-\$3,997,220	\$2,006,000	\$100,000	\$1,296,928	\$705,500	\$380,282	\$402,780	\$2,350,365
29														
30	Net Increase (Decrease) in Cash and Cash Equivalents	\$588,946	-\$8,471	-\$917,676	-\$123,951	-\$25,540	\$128,315	\$469,268	-\$522,797	-\$26,356	-\$27,133	\$26,850	-\$47,085	-\$485,630
31														
32	Cash and Cash Equivalents at Beginning of Year	514,672	1,103,618	1,095,147	177,471	53,520	27,980	156,295	625,563	102,766	76,410	49,277	76,127	514,672
33														
34	Cash and Cash Equivalents at End of Year	<u>\$1,103,618</u>	<u>\$1,095,147</u>	<u>\$177,471</u>	<u>\$53,520</u>	<u>\$27,980</u>	<u>\$156,295</u>	<u>\$625,563</u>	<u>\$102,766</u>	<u>\$76,410</u>	<u>\$49,277</u>	<u>\$76,127</u>	<u>\$29,042</u>	<u>\$29,042</u>

CONSUMERS ILLINOIS WATER COMPANY

Woodhaven Water Division
Rate Case Docket No. 00-

Proposed Test Year Period: Future
Period Reported: 2001

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Person Responsible: F. Simpson

Statement of Cash Flows (Total Company)

Line	Description (A)	Forecasted Jan-01 (B)	Forecasted Feb-01 (C)	Forecasted Mar-01 (D)	Forecasted Apr-01 (E)	Forecasted May-01 (F)	Forecasted Jun-01 (G)	Forecasted Jul-01 (H)	Forecasted Aug-01 (I)	Forecasted Sep-01 (J)	Forecasted Oct-01 (K)	Forecasted Nov-01 (L)	Forecasted Dec-01 (M)	Forecasted 12/31/01 (N)
1	<u>Cash Flows From Operating Activities:</u>													
2	Net Income Before Preferred Dividends	\$209,000	\$157,000	\$153,000	\$184,000	\$174,000	\$204,000	\$256,000	\$270,000	\$237,000	\$210,000	\$159,000	\$148,378	\$2,361,378
3	Adjustments to Reconcile Net Income to Net Cash Provided													
4	by Operating Activities:													
5	Depreciation and Amortization	355,000	356,000	358,000	360,000	363,000	366,000	370,000	373,000	375,000	376,000	376,000	377,833	4,405,833
6	Deferred Taxes, Investment Tax Credit and Other	20,000	20,000	100,000	20,000	62,000	20,000	35,000	20,000	20,000	20,000	20,000	21,802	378,802
7	Changes in Current Assets and Liabilities:													
8	Change in Accounts Receivables, Unbilled Revenue,													0
9	Materials and Supplies and Prepayments	-255	-255	-255	-255	-255	-255	-255	-255	-255	-255	-255	-256	-3,061
10	Change in Accounts Payables and Other Current Liabilities	8,346	8,346	8,346	8,346	8,346	8,346	8,346	8,346	8,346	8,347	8,347	8,347	100,155
11	Change in Accrued Interest	0												
12	Other (Net)	184	184	-199,816	183	-114,817	184	-44,816	183	183	184	183	183	-357,798
13	Total Adjustments	383,275	384,275	266,275	388,274	318,274	394,275	368,275	401,274	403,274	404,276	404,275	407,909	4,523,931
14	Net Cash Provided by Operating Activities	\$592,275	\$541,275	\$419,275	\$572,274	\$492,274	\$598,275	\$624,275	\$671,274	\$640,274	\$614,276	\$563,275	\$556,287	\$6,885,309
15														
16	<u>Cash Flows From Investing Activities:</u>													
17	Capital Expenditures - Net of Dispositions	-200,000	-200,000	-300,000	-350,000	-450,000	-500,000	-650,000	-650,000	-440,926	-400,000	-250,000	-200,000	-4,590,926
18	Net Cash Used In Investing Activities	-\$200,000	-\$200,000	-\$300,000	-\$350,000	-\$450,000	-\$500,000	-\$650,000	-\$650,000	-\$440,926	-\$400,000	-\$250,000	-\$200,000	-\$4,590,926
19														
20	<u>Cash Flows From Financing Activities:</u>													
21	Issuance of Common Stock	0												0
22	Issuance of Long - Term Debt	0												0
23	Borrowings of Short -Term Debt, Net	0	-500,000											-500,000
24	Repayment of Long -Term Debt	0										-20,015		-20,015
25	Costs of Financing Long - Term Debt	0												0
26	Customer Advances and CIAC-Net of Repayments	0	-28,009		8,000	8,000	8,000	8,000	8,000	2,148	7,370			21,509
27	Dividends Paid	0		-436,750			-436,750			-436,750			-436,750	-1,747,000
28	Net Cash Provided by Financing Activities	\$0	-\$528,009	-\$436,750	\$8,000	\$8,000	-\$428,750	\$8,000	\$8,000	-\$434,602	\$7,370	-\$20,015	-\$436,750	-\$2,245,506
29														
30	Net Increase (Decrease) in Cash and Cash Equivalents	\$392,275	-\$186,734	-\$317,475	\$230,274	\$50,274	-\$330,475	-\$17,725	\$29,274	-\$235,254	\$221,646	\$293,260	-\$80,463	\$48,877
31														
32	Cash and Cash Equivalents at Beginning of Year	29,042	421,317	234,583	-82,892	147,382	197,656	-132,819	-150,544	-121,270	-356,524	-134,878	158,382	29,042
33														
34	Cash and Cash Equivalents at End of Year	<u>\$421,317</u>	<u>\$234,583</u>	<u>-\$82,892</u>	<u>\$147,382</u>	<u>\$197,656</u>	<u>-\$132,819</u>	<u>-\$150,544</u>	<u>-\$121,270</u>	<u>-\$356,524</u>	<u>-\$134,878</u>	<u>\$158,382</u>	<u>\$77,919</u>	<u>\$77,919</u>

CONSUMERS ILLINOIS WATER COMPANY
Woodhaven Water Division
Rate Case Docket No. 00-

Schedule D - 7
Page 1 of 1
Person Responsible: F. Simpson

Proposed Test Year Period: Future
Period Reported: 1992 - 2001
Prior Year (1999) 12 Mo. Actual

Security Quality Ratings

Line

1	A) History of the Changes in Ratings:
2	
3	
4	NONE
5	
6	
7	
8	
9	
10	B)
11	
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20	C)
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CONSUMERS ILLINOIS WATER COMPANY
 Woodhaven Water Division
 Rate Case Docket No. 00-

Schedule
 Page
 Person Responsible:

D - 8
 1 of 20
 F. Simpson

Proposed Test Year Period: Future
 Period Reported: 1997 - 2001
 Prior Year (1999) 12 Mo. Actual

Security Issuance Restrictions

Line

1	<u>A) Calculation of the Financial Tests Required:</u>				
2					
3				Projected	Projected
4		<u>12/31/97</u>	<u>12/31/98</u>	<u>12/31/99</u>	<u>12/31/00</u>
5					<u>12/31/01</u>
6	Interest Coverage:				
7					
8	Revenues	\$21,342,334	\$22,859,057	\$24,560,258	\$24,485,812
9					\$24,190,838
10	Less: Operating Expenses excluding				
11	income taxes	<u>14,491,143</u>	<u>15,051,445</u>	<u>15,959,121</u>	<u>15,671,462</u>
12					<u>16,866,969</u>
13					
14	Earnings applicable to bond interest	\$6,851,191	\$7,807,612	\$8,601,137	\$8,814,350
15					\$7,323,869
16					
17	Annual Bond Interest Requirement	\$2,999,850	\$2,999,850	\$2,999,850	\$3,124,050
18					\$3,124,050
19					
20	Net Earnings Percentage	<u>228%</u>	<u>260%</u>	<u>287%</u>	<u>282%</u>
21					<u>234%</u>
22					
23					
24	Ratio of Bonds to Property:				
25					
26	Net Plant	\$96,885,351	\$98,731,001	\$101,548,046	\$108,488,367
27					\$108,977,272
28	Bondable Property Percentage	<u>66.67%</u>	<u>66.67%</u>	<u>66.67%</u>	<u>66.67%</u>
29					<u>66.67%</u>
30					
31	Total Maximum	<u>\$64,590,234</u>	<u>\$65,820,667</u>	<u>\$67,698,697</u>	<u>\$72,325,578</u>
32					<u>\$72,651,515</u>
33					
34					
35					
36	<u>B) Description of each Financial Test:</u>				
37					
38	Please see Schedule D - 8 pages 2 - 20.				

Generally, the Company may only issue Mortgage Bonds by meeting the following two tests:

(a) Interest Coverage. The net earnings of the Company for a period of any twelve consecutive calendar months within the fifteen calendar months immediately preceding the month in which application for the issuance of the Mortgage Bonds is made must be at least 175% of the sum of annual interest charges on all Mortgage Bonds outstanding under the Mortgage and all Mortgage Bonds applied for. In the event that the Company has acquired property, or a rate increase has been approved and becomes effective subsequent to the beginning of the interest coverage test period, the Company may, in certain circumstances, include earnings from such newly acquired properties and from such rate increases over the entire period used to calculate net earnings for purposes of meeting this bond issuance test. However, net earnings will be adjusted to eliminate gains or losses from the sale of assets.

(b) Ratio of Mortgage Bonds to Bondable Property. The principal amount of the Mortgage Bonds applied for, when added to the unpaid principal amount of Mortgage Bonds to be outstanding immediately after the issuance, may not exceed 66 $\frac{2}{3}$ % of the cost, as defined in the Mortgage, or of the fair value, whichever is less, of the permanent additions constructed or erected by the Company subsequent to the first day of July, 1939 and used or useful in connection with the business conducted by the Company of acquiring, storing, supplying, distributing, selling or otherwise disposing of water for domestic, commercial, industrial and other uses or of collecting and treating sewerage.

In addition to issuing Mortgage Bonds upon the basis of permanent additions, the Company may also issue Mortgage Bonds under certain circumstances (i) upon the retirement of Mortgage Bonds previously secured by the Mortgage and previously outstanding thereunder and (ii) upon the deposit of cash with the Mortgage Trustee in an amount equal to the principal amount of the Mortgage Bonds to be issued and a certificate showing that the Company meets the same interest coverage test applicable to Mortgage Bonds issued upon the basis of permanent additions. The cash so deposited with the Mortgage Trustee shall be subject to withdrawal by the Company as provided in the Mortgage.

Mortgage and Deed of Trust

OF

KANKAKEE WATER COMPANY

TO

THE PORTLAND NATIONAL BANK

AND

**FRANCIS W. DANA,
As Trustees.**

SECURING FIRST MORTGAGE BONDS

Dated June 1, 1939

FOR AMENDMENTS TO
THIS INDENTURE
SEE SUPPLEMENTAL
INDENTURE B
JANUARY 1, 1946

the aggregate face amount of bonds issued and outstanding under this Indenture does not exceed an amount which shall be specified in the certificate;

(5) The officially authenticated certificates or other documents, if any, specified in the opinion of counsel provided for in subdivision (3) above including evidence satisfactory to the Corporate Trustee of the payment or provision for payment of any taxes therein referred to;

(6) If the bonds, the authentication and delivery of which is applied for, are not a part of any series then existing, the supplemental indenture creating the series of which such bonds are a part and a resolution, as herein defined, authorizing the execution and delivery thereof by the Company.

SECTION 2. No bonds in addition to those provided for in Section 1 of Article III hereof shall be authenticated and delivered hereunder by the Corporate Trustee except in accordance with the provisions of Article V, Article VI or Article VII hereof, or except upon transfer of or in exchange for bonds previously outstanding under this Indenture or in lieu of bonds lost, stolen, destroyed or mutilated as provided in Article II hereof, nor at any time when the Corporate Trustee has knowledge that the Company is in default under any of the provisions of this Indenture.

ARTICLE V.

ISSUANCE OF BONDS UPON THE BASIS OF PERMANENT ADDITIONS.

SECTION 1. Subject to the provisions of Sections 1 and 2 of Article IV hereof, bonds in addition to those provided for in any other section hereof may from time to time be executed by the Company and delivered to the Corporate Trustee and shall be authenticated and delivered by the Corporate Trustee upon the basis of the acquisition or construction of permanent additions, as herein defined. Such additional bonds, however, shall be authenticated and delivered only in accordance with and subject to the conditions, provisions and limitations set forth in the next succeeding four sections of this Article numbered from 2 to 5, both inclusive.

SECTION 2. No bonds shall be authenticated and delivered at any time under the provisions of this Article upon the basis of the acquisition or construction of

(a) any property not included within the definition of permanent additions contained in Section 4 of Article I hereof, or

(b) any property which has not been or is not simultaneously with the authentication and delivery of bonds applied for subjected to the lien hereof other than (1) paving, grading and other improvements to public highways and (2) chattels, real or personal, which are not permitted by

must be
subject to lien

law as of any particular time to be mortgaged or pledged without the delivery of the possession thereof by the mortgagor or pledgor to the mortgagee or pledgee.

(c) any property which has previously been made the basis for the authentication and delivery of bonds hereunder, or for the withdrawal of cash deposited under the provisions of Section 1 of Article VII or Section 17 of Article VIII hereof; or

(d) any property which has previously been made the basis for the withdrawal under Section 5 of Article VIII hereof or under Section 10 of Article X hereof, of cash representing either insurance moneys received or the proceeds of property released from the lien hereof (unless such cash shall be the proceeds including insurance moneys of property not owned by the Company on July 1, 1939, and not made the basis for the issuance of bonds hereunder or the withdrawal of cash under any of the provisions hereof subsequent to July 1, 1939, or shall have been replaced under the provisions of Section 11 of Article X hereof); or

(e) any property which has previously been used in lieu of the deposit of cash under the provisions of Section 16 of Article VIII hereof; or

(f) any property which has previously been made the basis for the release of property under the provisions of Section 3 of Article X hereof; or

(g) any substituted property acquired by the Company in the exercise by it of any right which it may have to apply the proceeds of property theretofore subject to the lien hereof sold or taken by eminent domain, to the acquisition of such substituted property, without depositing such proceeds with the Corporate Trustee hereunder; or

(h) any property used by the Company in lieu of the deposit of cash with the Corporate Trustee hereunder, in the exercise of any right which the Company may have to subject property to the lien hereof or to certify permanent additions to the Corporate Trustee in lieu of the deposit of moneys otherwise required to be deposited with the Corporate Trustee in any fund, derived from insurance moneys or the release of property from the lien hereof; or

(i) any property, subject to any lien, for the payment of money or its equivalent, prior to the lien of this Indenture, except (a) prepaid liens, as herein defined, (b) the lien of taxes for the then current year and of taxes, assessments or governmental charges not then due or delinquent and (c) liens securing indebtedness which has neither been assumed by the Company nor on which it customarily pays interest charges existing upon real estate or rights in or relating to real estate acquired for right-of-way purposes and not upon any other permanent additions;

provided, that any permanent additions as defined in Section 4 of Article I

hereof, included within the terms of clauses (f), (g) or (h) of this Section, acquired in exchange for or with the proceeds (including insurance money) of property not owned by the Company on July 1, 1939, and not made the basis for the issuance of bonds or the withdrawal of cash hereunder, subsequent to July 1, 1939, shall not be excluded by the provisions of this Section as a basis for the issuance of bonds.

Any permanent additions, which shall have been certified to the Corporate Trustee at any time or shall have been specified or described in any certificate delivered to the Corporate Trustee in accordance with any of the provisions of this Indenture as a basis for the authentication and delivery of bonds or the withdrawal of cash, or in lieu of the deposit of cash, under any of the provisions of this Indenture, of a cost or value, whichever shall be less, in excess of the amount thereof required by the provisions of this Indenture as a basis for the authentication and delivery of the bonds authenticated and delivered or the withdrawal of the cash withdrawn, or in lieu of the deposit of cash withheld upon the basis of such permanent additions so specified or described, shall be available upon any subsequent application as a basis for the authentication and delivery of bonds or the withdrawal of cash or for the withholding of cash under any of the provisions of this Indenture at the cost or value, whichever shall be less, stated in the certificate relating thereto and it shall not be necessary to again deliver to the Corporate Trustee in any document any of the statements or opinions in relation thereto provided for in Section 5 of this Article except an engineer's certificate as herein defined, stating that such excess property has not been used in such manner as to disqualify it as a basis for the issuance of bonds since the authentication and delivery of the bonds or the withdrawal of cash or withholding of cash in connection with which the certificate specifying or describing such property was delivered to the Corporate Trustee.

SECTION 3. No bonds shall be authenticated and delivered under the provisions of this Article upon the basis of the acquisition or construction of any permanent additions until the cost of such permanent additions and the fair value thereof, shall have been certified to the Corporate Trustee as hereinafter in Section 5 of this Article provided and the Corporate Trustee shall not authenticate and deliver under the provisions of this Article bonds in principal amount exceeding seventy-five per centum (75%) of the cost, as herein defined, or of such fair value whichever is less, of the permanent additions forming the basis of such authentication and delivery.

C: 1/6/3

SECTION 4. No bonds shall be authenticated and delivered under this Article unless as shown by a net earnings certificate, as herein defined, the average annual amount of the earnings applicable to bond interest, as herein defined, for period of three consecutive years ending not more than three months prior to the date of any application for authentication and delivery of bonds shall have been at least equivalent to one and three-fourths times the

Supp H

interest requirements for a period of one year upon (a) the bonds applied for, and (b) all bonds outstanding, as herein defined, hereunder on the date of such application.

SECTION 5. No application by the Company to the Corporate Trustee for the authentication and delivery of bonds under this Article shall be granted by the Corporate Trustee, until the Corporate Trustee shall have received:

(1) The documents provided for in Section 1 of Article IV.

(2) An engineer's certificate, as herein defined, briefly describing the permanent additions made the basis of the application and stating that they are permanent additions, as defined in Section 4 of Article I hereof, that they are desirable for use in the profitable conduct of the Company's business, and that they do not consist in whole or in part of properties which under the provisions of Section 2 of this Article are not permitted to be made the basis of the authentication and delivery of bonds; and stating what part, if any, of such permanent additions consists of property which has been acquired as an operating entirety; and stating separately the cost, as defined herein, and the then fair value of such permanent additions. If any permanent additions included in any certificate provided for in this subdivision (2) of this Section consist of property which has been acquired as an operating entirety then (1) the cost thereof upon the basis of which bonds may be authenticated under this Article may include the cost of any rights and intangible property simultaneously acquired with the same, for which no separate or distinct consideration shall have been paid or apportioned, and (2) the certificate shall describe such property in reasonable detail and contain a brief statement of the considerations governing the signer's determination of the fair value thereof, and shall further state that in stating such fair value, only the value of the physical property, exclusive of any attached or intangible value, was taken into consideration.

(3) A net earnings certificate, as herein defined, specifying the average annual amount of the earnings applicable to bond interest for a period of three consecutive years ending not more than three months prior to the date of the accompanying application for authentication and delivery of bonds and stating the aggregate principal amount of the bonds mentioned in clauses (a) and (b) of Section 4 of this Article and the interest requirement on such bonds for a period of one year.

(4) An opinion of counsel, as herein defined, stating that in the opinion of the signer: (A) the Company has title to all of the permanent additions other than the paving, grading and other improvements to public highways forming the basis of the accompanying application or that upon the delivery of instruments of conveyance, assignment or transfer specified in the opinion, it will have title to such permanent additions; (B) that

all of such permanent additions, other than (1) paving, grading and other improvements to public highways, (2) chattels, real or personal which are not permitted by law to be mortgaged or pledged without the delivery of possession thereof by the mortgagor and pledgor to the mortgagee or pledgee, are subject to the lien of this Indenture and that none of such permanent additions are subject to any lien for the payment of money or its equivalent prior to the lien of this Indenture, except (a) prepaid liens, as herein defined, (b) taxes for the current year and taxes, assessments and other governmental charges not then due or delinquent and (c) liens, securing indebtedness which has neither been assumed by the Company nor on which it customarily pays interest charges existing upon real estate or rights in or relating to real estate acquired for right-of-way purposes and not upon any other property additions or, in the alternative, stating what, if any, documents should be delivered, recorded or filed so to subject such property to the lien of this Indenture; and (C) that the Company has corporate authority and all necessary permission from governmental authorities to own and, except as to properties for which the Company has no valid franchise, to operate the permanent additions in respect of which the application is made. Such opinion may also state that the title to such permanent additions or any specified part thereof in addition to the liens referred to in clauses (a), (b) and (c) above is subject to easements, restrictions or minor defects of title and the general nature thereof; and such easements, restrictions and minor defects of title shall not prevent the authentication and delivery of the bonds applied for if such opinion shall also state that in the opinion of the signer they do not materially affect the security afforded by this Indenture for the bonds issued hereunder or the right of the Company to use such property in the conduct of its business for the purpose for which it acquired the same.

(5) The instruments of conveyance, assignment and transfer, if any, specified in such opinion of counsel, in accordance with clause (A) of the foregoing subdivision (4), or evidence satisfactory to the Corporate Trustee of the delivery thereof to the Company, and the documents, if any, stated in such opinion of counsel, in accordance with clause (B) of the foregoing subdivision (4), or evidence satisfactory to the Corporate Trustee of the delivery or recording or filing thereof.

ARTICLE VI.

ISSUANCE OF BONDS UPON RETIREMENT OF BONDS SECURED HEREBY PREVIOUSLY OUTSTANDING.

SECTION 1. The Company may from time to time issue and the Corporate Trustee shall authenticate and deliver, subject to the provisions of Sections 1 and 2 of Article IV hereof, bonds hereby secured in addition to those provided for in any other Section hereof, in an aggregate principal amount not exceed-

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KNOX COUNTY RECORDER

Schedule D-8
Page 9 of 20

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GALESBURG, ILL. ^b 40

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BOOK 1512 PAGE 299

SUPPLEMENTAL INDENTURE C

KANKAKEE WATER COMPANY

to

FIRST PORTLAND NATIONAL BANK

and

FRANCIS W. DANA,

As Trustees.

DATED NOVEMBER 1, 1951

NO 411980

STATE OF ILLINOIS, KANKAKEE COUNTY.

FILED FOR RECORD Nov. 13, 1951

AT 10:11 A.M. AND RECORDED IN BOOK

NO. 660 OF RECORDS ON PAGE 191

Ray J. Arseneau RECORDER

I.T.

Providing for First Mortgage Bonds, Series D, 3-3/4%

charges or provision for depreciation, insurance charges, damages, license fees and actual expenditures for ordinary repairs and maintenance, but not including in operating expenses, interest charges, charges or reserves for amortization of debt and stock discount premium and expense, or income and other taxes imposed on income only after the deduction of interest charges."

provided, however, that the amendment made by this Section 4 shall not be effective in respect to the authentication and delivery of any Series D, 3-3/4% Bonds.

Section 5. The percentage "seventy per centum (70%)" and/or "seventy per cent." and/or "70%", appearing in the following places in the Original Indenture, as amended by Supplemental Indenture B, viz: Article V, Section 3, the seventh line; Article VII, Section 3, the sixth and seventh lines; Article VIII, Section 17, second paragraph, the second, third and seventeenth lines; and Article X, Section 10, the thirty-second line, are hereby changed to read "sixty-six and two-thirds per cent. (66-2/3%)". The change made by this Section 5 shall not be effective in respect to permanent additions (as defined in the Original Indenture) heretofore or hereafter acquired or constructed by the Company which are used as the basis (i) for the authentication and delivery of Series D, 3-3/4% Bonds under the provisions of paragraph (a) of Section 3 of Article I hereof and (ii) for the withdrawal of an aggregate amount of cash equal to the amount of cash deposited with the Corporate Trustee under the provisions of paragraph (b) of said Section 3.

Section 6. Article X, Section 3(2)(b)(2), of the Original Indenture is hereby amended so as to read as follows:

"(2) obligations secured by purchase money mortgage upon the property released not exceeding sixty-six and two-thirds per cent. (66-2/3%) of the value of the property released, or"

Section 7. Article X, Section 3(4), of the Original Indenture is hereby amended so as to read as follows:

"(4) an opinion of counsel, as herein defined, to the effect that any obligations included in the consideration for such release are, in his or their opinion, valid obligations, and that any purchase money mortgage securing the same is sufficient to afford a first lien upon the property to be released, and stating also, in case the Trustees are requested to release any franchise, that such release will not impair the right of the Company to operate any of its remaining properties;"

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KNOX COUNTY RECORDER

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Schedule D-8
Page 11 of 20

BOOK 1513 PAGE 126

SUPPLEMENTAL INDENTURE H

KANKAKEE WATER COMPANY

to

MAINE NATIONAL BANK

and

V. KEITH WILSON, JR.

As Trustees

Dated: October 1, 1974

Providing for First Mortgage Bonds, Series H, 9-3/4%

Dated: October 1, 1974

Due: October 1, 1994

BOOK 1513 PAGE 161

under this Article unless as shown by a net earnings certificate, as herein defined, the amount of the earnings applicable to bond interest, as herein defined, for a period of twelve consecutive months ending not more than three months prior to the date of any application for authentication and delivery of bonds shall have been at least equivalent to one and three-fourths times the interest requirements for a period of one year upon (a) the bonds applied for, and (b) all bonds outstanding, as herein defined, hereunder on the date of such application."

Section 4. Subdivision (3) of Section 5 of Article V of the Indenture is hereby amended so that it reads in its entirety as follows:

"(3) A net earnings certificate, as herein defined, specifying the amount of the earnings applicable to bond interest for a period of twelve consecutive months ending not more than three months prior to the date of the accompanying application for authentication and delivery of bonds and stating the aggregate principal amount of the bonds mentioned in clauses (a) and (b) of Section 4 of this Article and the interest requirement on such bonds for a period of one year."

Reference is made to Section 1 of Article II of Supplemental Indenture G which amended Section 6 of Article I of the Indenture so as to provide for taking into account the effect of a rate increase which becomes effective after the beginning of any period covered by a net earnings certificate dated after January 1, 1971.

Section 5. Section 1 of Article VII of the Indenture is hereby amended so that it reads in its entirety as follows:

"Section 1. Subject to the provisions of Sections 1

SUPPLEMENTAL INDENTURE J

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GALESBURG, ILL.

KANKAKEE WATER COMPANY

to

MAINE NATIONAL BANK

and

V. KEITH WILSON, JR.

As Trustees

Dated: December 1, 1984

Providing for First Mortgage Bonds, Series J,
Variable Interest Rate

This instrument was prepared by John H. Doll, Isham,
Lincoln & Beale, Three First National Plaza, Chicago, Illinois
60602.

BOOK 1513 PAGE 240

shares of \$9.75 Cumulative Preference Stock, after June 30, 1984, will not exceed (i) \$475,000, plus (ii) the net proceeds received by the Company from the issue for cash of additional shares of its common stock after June 30, 1984, plus (iii) Net Earnings After Taxes (as defined in Section 20 of this Article VIII) for said period or minus the net deficit for said period."

Section 2. The first paragraph of Section 4 of Article V of the Indenture is hereby amended to read in its entirety as follows:

"Section 4. No bonds shall be authenticated and delivered under this Article unless as shown by a net earnings certificate, as herein defined, the amount of the earnings applicable to bond interest, as herein defined, for a period of twelve consecutive months ending not more than three months prior to the date of any application for authentication and delivery of bonds (the "earning period") shall have been at least equivalent to one and three-fourths times the interest requirements for a period of one year upon (a) the bonds applied for, and (b) all bonds outstanding, as herein defined, hereunder on the date of such application, provided, however, that for purposes of this Section 4, the interest on the bonds outstanding on the date of such application and the bonds applied for which have a variable or adjustable rate of interest shall be calculated as if the weighted average rate of interest that was or would have been applicable during the earnings period, as the case may be, was effective for all of the earnings period."

Section 3. Section 1 of Article VII of the Indenture is hereby amended to read in its entirety as follows:

"Section 1. Subject to the provisions of Sections 1 and 2 of Article IV hereof, the Corporate Trustee shall from time to time authenticate and deliver bonds upon deposit with the Corporate Trustee by the Company of cash equal to the principal amount of the bonds requested to be authenticated and delivered but only after the Corporate Trustee shall have received a net earnings certificate, as herein defined, from which it shall appear that the amount of the earnings applicable to bond interest, as herein defined, for a period of twelve consecutive months ending not more than three months prior to the date of the application for authentication and delivery of bonds (the "earnings

BOOK 1513 PAGE 241

period") shall have been at least equivalent to one and three-fourths times the interest requirements for a period of one year upon (a) the bonds applied for, and (b) all bonds outstanding, as herein defined, hereunder on the date of such application, provided however, that for purposes of this Section 1, the interest on the bonds outstanding on the date of such application and the bonds applied for which have a variable or adjustable rate of interest shall be calculated as if the weighted average rate of interest that was or would have been applicable during the earnings period as the case may be, was effective for all of the earnings period."

ARTICLE III

MISCELLANEOUS

Section 1. Except as otherwise provided herein, all of the terms, provisions and conditions of the Indenture, as hereby supplemented and amended, shall be and remain in full force and effect and shall apply to the property hereby mortgaged and pledged and to the Series J Bonds and to the holders thereof.

Section 2. This Supplemental Indenture J shall be binding upon and inure to the benefit of the Company and its successors and assigns and the Trustees and their respective successor or successors.

Section 3. This Supplemental Indenture J may be simultaneously executed in any number of counterparts, and all said counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, KANKAKEE WATER COMPANY has caused this instrument to be executed in its corporate name by its President or a Vice President and its corporate seal to be hereunto affixed, attested by its Secretary or an Assistant Secretary, and MAINE NATIONAL BANK has caused this instrument to be executed in its corporate name by its Vice President and its corporate seal to be hereunto affixed, attested by its Assistant Trust Officer, and V. Keith Wilson, Jr. has hereunto

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SUPPLEMENTAL INDENTURE N

FILED
KNOX COUNTY RECORDER

'91 MAR 14 11:33 *49⁰⁰*

GALESBURG, ILL.

CONSUMERS ILLINOIS WATER COMPANY

to

MAINE NATIONAL BANK

Dated: as of December 1, 1988

Providing for First Mortgage Bonds, Series M, 10.40%

Due December 1, 2018

**This instrument was prepared by Keith C. Jones, Drummond
Woodsum Plimpton & MacMahon, 245 Commercial Street, Portland,
Maine 04101.**

Trustee and shall be authenticated by the Trustee, and delivered (whether before or after the filing or recording hereof) from time to time in accordance with the order or orders of the Company, evidenced by a writing or writings signed by its President or a Vice-President and its Treasurer or an Assistant Treasurer upon the basis of (i) the acquisition or construction of permanent additions as defined in the Indenture, and (ii) the retirement of Bonds secured under the Indenture previously outstanding, upon compliance with the provisions of the Indenture.

ARTICLE II

AMENDMENTS TO PROVISIONS OF THE INDENTURE

Section 1. Article V of the Indenture is hereby amended by the addition thereto of a new Section 6 as follows:

SECTION 6. Notwithstanding anything to the contrary in this Article V, or in subdivision (5) of Section 3 of Article X, or in Section 10 of Article X, the Company may deliver to the Trustee, and the Trustee shall accept, the following in lieu of the opinion provided for in subdivision (4) of Section 5 of Article V, subdivision (5) of Section 3 of Article X, or Section 10 of Article X except as provided below:

(1) An ALTA Loan title insurance policy or equivalent form of title insurance policy or an endorsement to an ALTA loan title insurance policy or equivalent form of title insurance policy previously delivered to the Trustee pursuant to this Section 6, naming the Trustee as an insured, issued by a title insurance company acceptable to the Trustee, which insures this Indenture as a valid lien upon (i) all of the real estate owned by the Company and used or useful in connection with the business conducted by the Company of acquiring, storing, supplying, distributing, selling or otherwise disposing of water for domestic, commercial, industrial and other uses, or collecting and treating sewage, other than easements and leasehold interests held by the Company (hereinafter referred to as the "Company's Utility Property") in the case of a title policy delivered to the Trustee in lieu of the opinion provided for in subdivision (4) of Section 5 of Article V; (ii) all of the Company's Utility Property to be used as consideration for the property to be released in the case of a title policy delivered to the Trustee in lieu of the opinion provided for in subdivision (5) of Section 3 of Article X; or (iii) all of the Company's Utility

Property used as the basis for the payment by the Trustee of cash or moneys out of the Release Fund in the case of a title policy delivered in lieu of the opinion provided for in Section 10 of Article X, as the case may be, in each case free and clear of all liens, charges, restrictions and encumbrances except for (a) rights or claims of parties in possession not shown by the public records, (b) encroachments, overlaps, boundary line disputes, and any other matters which would be disclosed by an accurate survey and inspection of the premises, (c) easements or claims of easements not shown by the public records, (d) the lien of this Indenture and such other liens, charges, restrictions and encumbrances as are permitted by this Indenture, (e) the lien of current state and local property taxes not in default, (f) prepaid liens as herein defined, (g) liens securing indebtedness which has neither been assumed by the Company nor on which it customarily pays interest charges existing upon real estate or rights in or relating to real estate acquired for right-of-way purposes and not upon any other property additions, and (h) such other easements, restrictions and minor defects in title as, in the opinion of legal counsel (who may be counsel of the Company) appointed by the Board of Directors of the Company or by an executive committee thereof and approved by the Trustee, do not materially adversely affect the lien afforded by the Indenture for the bonds issued thereunder or the right of the Company to use such Company Utility Property in the conduct of its business for the purpose for which it acquired the same;

(2) An engineer's certificate, as herein defined, to the effect that the property listed in such ALTA Loan title insurance policy or equivalent form of title insurance policy or endorsement thereto includes (i) all of the Company's Utility Property in the case of a title policy delivered in lieu of the opinion provided for in subdivision (4) of Section 5 of Article V; (ii) all of the Company's Utility Property to be used as consideration for the property to be released in the case of a title policy delivered in lieu of the opinion required by subdivision (5) of Section 3 of Article X; or (iii) all of the Company's Utility Property used as the basis for the payment by the Trustee of cash or moneys out of the Release Fund in the case of a title policy delivered in lieu of the opinion required by Section 10 of Article X;

(3) The results of a search of the records of (i) the office of the Secretary of State of the State of Illinois or other governmental office wherein notice

of liens upon the personal property of the Company would be properly filed, and (ii) the office of the county clerk, county recorder or other officer of each county in Illinois where property of the Company is located and where notice of judgment or tax liens against the property of the Company would be properly filed, such searches to be conducted as of a recent date; and

(4) An opinion of legal counsel (who may be counsel of the Company) appointed by the Board of Directors of the Company or by an executive committee thereof and approved by the Trustee as to the matters referred to in subdivision 1(h) of this Section 6 and to the effect that the lien searches referred to in subdivision (3) of this Section 6 do not evidence any lien for the payment of money or its equivalent prior to the lien of this Indenture other than prepaid liens, as herein defined, (b) taxes for the current year and taxes, assessments and other governmental charges not then due or delinquent and (c) liens securing indebtedness which has neither been assumed by the Company nor on which it customarily pays interest charges existing upon real estate or rights in or relating to real estate acquired for right-of-way purposes and not upon any other property additions.

The aggregate amount of insurance afforded by the title insurance policy (including any endorsements thereto) from time to time in force and delivered to the Trustee pursuant to this Section 6 shall be not less than the principal amount of bonds outstanding under the Indenture, after giving effect to the issuance of the bonds applied for pursuant to this Article V of the Indenture, in the case of a title policy or endorsement thereto delivered in lieu of the opinion provided for in subdivision (4) of Section 5 of Article V. In the event that this Section 6 would otherwise require a new title insurance policy or endorsement to an existing policy to be delivered to the Trustee and the Trustee is then in possession of a policy, as the same may have been endorsed, covering all of the Company's Utility Property, and the aggregate amount of insurance afforded by such policy (including any endorsements thereto) is not less than the principal amount of bonds outstanding under the Indenture, then the Company shall not be required to deliver a new policy or new endorsement to an existing policy in lieu of the opinion otherwise required under subdivision (5) of Section 3 of Article X or under Section 10 of Article X hereof or the other documents, certificates and opinions required to be delivered to the Trustee by this Section 6, and the Trustee shall rely on such existing policy, as the same may have

BOOK 1513 PAGE 338

been endorsed, and shall not require the opinion otherwise required by subdivision (5) of Section 3 of Article X in connection with the property to be released under Section 3 of Article X or require the opinion otherwise required by Section 10 of Article X in connection with the payment by the Trustee of cash or money out of the Release Fund. The cost of obtaining a title insurance policy pursuant to the terms of this Section 6 shall be borne by the Company.

ARTICLE III

MISCELLANEOUS

Section 1. Except as otherwise provided herein, all of the terms, provisions and conditions of the Indenture, as hereby supplemented and amended, shall be and remain in full force and effect and shall apply to the property hereby mortgaged and pledged.

Section 2. This Supplemental Indenture N shall be binding upon and inure to the benefit of the Company and its successors and assigns and the Trustee and its successor or successors.

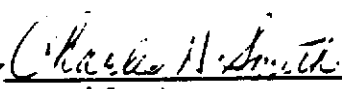
Section 3. This Supplemental Indenture N may be simultaneously executed in any number of counterparts, and all said counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, CONSUMERS ILLINOIS WATER COMPANY has caused this instrument to be executed in its corporate name by its President or a Vice President and its corporate seal to be hereunto affixed, attested by its Secretary or an Assistant Secretary, and MAINE NATIONAL BANK has caused this instrument to be executed in its corporate name by its Vice President and its corporate seal to be hereunto affixed, attested by its Assistant Trust Officer.

ATTEST:

CONSUMERS ILLINOIS WATER
COMPANY


~~Secretary~~ Assistant Secretary

By 
President

[Seal]

Comparative Financial Data (Total Company)

Proposed Test Year Period: Future
Period Reported: 1992 - 2001
Prior Year (1999) 12 Mo. Actual

Line	Description (A)	Test Year 2001 (B)	Projected 2000 (C)	1999 (D)	1998 (E)	1997 (F)	1996 (G)	1995 (H)	1994 (I)	1993 (J)	1992 (K)
1	Plant Data (\$000):										
2	Gross utility plant in service (year end)	\$149,890	\$145,899	\$137,538	\$131,229	\$125,979	\$121,748	\$110,269	\$105,242	\$76,668	\$78,636
3	Accumulated Depreciation (year end)	<u>-40,912</u>	<u>-37,411</u>	<u>-35,990</u>	<u>-32,498</u>	<u>-29,093</u>	<u>-26,120</u>	<u>-23,698</u>	<u>-22,115</u>	<u>-20,664</u>	<u>-19,881</u>
4	Net plant in service (year end)	108,977	108,488	101,548	98,731	96,885	95,628	86,571	83,127	56,004	58,755
5	Accumulated Deferred income taxes (year end)	7,962	7,532	7,219	-6,760	-6,034	-5,740	-5,039	-5,132	-4,450	-4,580
6	Construction Work in Progress (year end)	820	820	2,243	712	944	696	6,814	1,786	1,226	1,078
7	Construction expenditures excl. AFUDC or IDC										
8											
9	Capital Structure Ratios:										
10	Investment Tax Credit								1.9%	2.0%	2.2%
11	Short-Term Debt	2.9%	3.5%	3.3%	2.0%	5.5%	6.4%	2.9%	8.8%	6.0%	1.9%
12	Long-Term Debt	45.5%	45.6%	46.4%	49.2%	50.4%	50.0%	51.9%	48.8%	53.7%	58.8%
13	Preferred Stock	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.6%	0.6%	0.7%	0.7%
14	Common Equity	<u>51.1%</u>	<u>50.4%</u>	<u>49.8%</u>	<u>48.3%</u>	<u>43.5%</u>	<u>43.0%</u>	<u>44.7%</u>	<u>39.9%</u>	<u>37.2%</u>	<u>36.4%</u>
15	Total	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
16											
17	Costs of Capital:										
18	Embedded cost of long-term debt	8.57%	8.59%	8.72%	8.77%	8.79%	8.98%	8.52%	8.68%	8.79%	8.67%
19	Embedded cost of preferred stock	5.52%	5.52%	5.52%	5.52%	5.52%	5.52%	5.52%	5.52%	5.52%	5.52%
20											
21	Condensed Income Statement Data (\$000):										
22	Operating Revenues by customer										
23	Residential	\$14,270	\$14,136	\$14,634	\$13,841	\$12,327	\$11,332	\$10,642	\$10,709	\$10,014	\$10,342
24	Commercial	4,209	4,187	4,015	3,913	3,608	3,772	3,487	3,033	2,756	2,693
25	Industrial	2,519	2,519	2,437	2,234	2,098	2,355	2,863	2,814	3,004	3,039
26	Public Authorities										
27	Fire Protection	1,237	1,233	1,237	1,202	1,141	1,101	1,052	1,027	1,025	1,013
28	Other Miscellaneous	<u>1,956</u>	<u>2,410</u>	<u>2,237</u>	<u>1,669</u>	<u>2,169</u>	<u>2,020</u>	<u>1,916</u>	<u>1,005</u>	<u>997</u>	<u>1,784</u>
29	Total Operating Revenues	\$24,191	\$24,486	\$24,560	\$22,859	\$21,342	\$20,580	\$19,960	\$18,588	\$17,796	\$18,871
30	Operating Expenses - excluding income tax	16,867	15,671	16,039	15,057	14,497	14,209	12,923	11,961	11,884	12,083
31	State Income Tax	289	382	372	335	228	167	266	271	8	280
32	Federal Income Tax - Current	1,309	1,727	1,788	975	636	603	1,094	616	669	1,255
33	Deferred Income Taxes and ITC credits (net)	<u>-50</u>	<u>-50</u>	<u>-50</u>	<u>397</u>	<u>334</u>	<u>331</u>	<u>107</u>	<u>401</u>	<u>333</u>	<u>-76</u>
34	Operating Income	\$5,775	\$6,756	\$6,410	\$6,095	\$5,647	\$5,270	\$5,570	\$5,339	\$4,902	\$5,329
35											
36	AFUDC - equity funds portion	0	218	55	1	16	236	203	59	11	16
37	Other Income (Net)	-12	-375	447	127	128	-227	151	127	198	119
38	Amortization of Pre 1971 ITC					2	2	2	2	2	2
39	Interest Expense - gross										
40	AFUDC - borrowed funds portion										
41	Interest Expense - net	3,402	3,312	3,204	3,318	3,420	3,453	3,385	3,097	3,069	3,000
42	Gains / Losses Dispositions (Net)	<u>0</u>	<u>0</u>	<u>129</u>	<u>-7</u>	<u>355</u>	<u>0</u>	<u>0</u>	<u>394</u>	<u>848</u>	<u>0</u>
43	Net Income	\$2,361	\$3,286	\$3,837	\$2,898	\$2,728	\$1,828	\$2,541	\$2,824	\$2,892	\$2,466
44	Preferred Dividends	22	22	16	22	27	22	22	22	22	16
45	Net Income available for common equity	<u>\$2,339</u>	<u>\$3,264</u>	<u>\$3,821</u>	<u>\$2,876</u>	<u>\$2,701</u>	<u>\$1,806</u>	<u>\$2,519</u>	<u>\$2,802</u>	<u>\$2,870</u>	<u>\$2,450</u>

Rate Case Docket No. 00-

Person Responsible:

F. Simpson

Prior Year (1999) 12 Mo. Actual

[illegible]

CONSUMERS ILLINOIS WATER CO.
LEE COUNTY

ILL. C. C. NO. 22
Second Revised Sheet No. 1
Cancelling First Revised Sheet No. 1

Applies To: Woodhaven Lakes Subdivision, Illinois

PUBLIC WATER SERVICE

Rate and Charges

All rates and charges include as a part thereof and are subject to the Rules, Regulations and Conditions of Service hereinafter set forth. Water service is available only where mains are installed.

Domestic Rates:

\$6.32 per month for each campsite in the area authorized to be serviced by Company for water for domestic use from the service branch installed by the Company on said campsite, whether or not there is an actual use or taking of water.

By the express terms of each agreement between Woodhaven Corporation, the developer of Woodhaven Lakes Subdivision, and person who purchase lots in the subdivision, each purchaser agreed to pay the public utility serving Woodhaven Lakes Subdivision a minimum monthly charge of three dollars (\$3.00) for water service subject to change by the Illinois Commerce Commission. A similar agreement is included as part of the Declaration of Covenants, Conditions and Restrictions applicable to Woodhaven Lakes Subdivision which is recorded in the offices of the Recorder in Lee County, Illinois.

Issued: October 23, 1996

Effective: October 23, 1996

Issued By: Charles H. Smith, President
P.O. Box 230, Sublette, IL 61367

CONSUMERS ILLINOIS WATER CO.
LEE COUNTY

ILL. C. C. NO. 22
First Revised Sheet No. 2
Cancelling Original Sheet No. 2

Applies To: Woodhaven Lakes Subdivision, Illinois

PUBLIC WATER SERVICE

Commercial Rates:

All service other than service to lots or campsites under Domestic Rates shall be metered commercial service in accordance with the rates set forth such service. The rate for metered commercial service shall consist of a customers charge based on the size of the meter and a usage charge based on the amount of water used.

Customer Charge

Every commercial customer shall pay the following minimum customer charge based upon the size of the meter:

<u>Size of Meter</u>	<u>Rate per Month</u>	<u>Size of Meter</u>	<u>Rate per Month</u>
5/8 inch	<u>\$ 5.50</u>	1-1/2 inch	<u>\$ 17.33</u>
3/4 inch	<u>\$ 6.60</u>	2 inch	<u>\$ 20.90</u>
1 inch	<u>\$ 9.35</u>	3 inch	<u>\$ 59.40</u>

Usage Charge

Every commercial customer shall pay the amount of \$2.75 for every 1,000 gallons of water used.

Issued: October 23, 1996

Effective: October 23, 1996

Issued By: Charles H. Smith, President
P.O. Box 230, Sublette, IL 61367

CONSUMERS ILLINOIS WATER CO.
LEE COUNTY

ILL. C. C. NO. 22
Original Sheet No. 4
Cancelling Sheet No.

Applies To: Woodhaven Lakes Subdivision, Illinois

PUBLIC WATER SERVICE

N.S.F CHECK CHARGE

A charge of \$5.00 will be made when a check for payment of a bill has been returned to utility marked "Non Sufficient Funds) (N.S.F.).

Issued: August 7, 1989

Effective: September 24, 1989

Issued By: Charles H. Smith, President
P.O. Box 230, Sublette, IL 61367

CONSUMERS ILLINOIS WATER CO.
LEE COUNTY

ILL. C. C. NO. 22
First Revised Sheet No. 5
Cancelling Original Revised Sheet No. 5

Applies To: Woodhaven Lakes Subdivision, Illinois

PUBLIC WATER SERVICE

Residential Rates

All service to residential lots other than campsites under Domestic Rates shall be metered residential service in accordance with the rates set forth for such service. The rates for metered residential service shall consist of a customer charge based on the size of the meter and a usage charge based on the amount of water use.

Customer Charge

Every residential customer shall pay the following minimum customer charge based upon the size of the meter:

<u>Size of Meter</u>	<u>Rate per Month</u>	<u>Size of Meter</u>	<u>Rate per Month</u>
5/8 inch	<u>\$ 5.50</u>	1-1/2 inch	<u>\$ 17.33</u>
3/4 inch	<u>\$ 6.60</u>	2 inch	<u>\$ 20.90</u>
1 inch	<u>\$ 9.35</u>	3 inch	<u>\$ 59.40</u>

Usage Charge

Every residential customer shall pay the amount of \$2.75 for every 1,000 gallons of water used.

Issued: October 23, 1996

Effective: October 23, 1996

Issued By: Charles H. Smith, President
P.O. Box 230, Sublette, IL 61367

CONSUMERS ILLINOIS WATER CO.
LEE COUNTY

ILL. C. C. NO. 22
Third Revised Sheet No. 1
Cancelling Second Revised Sheet No. 1

Applies To: Woodhaven Water Division, Illinois

PUBLIC WATER SERVICE

Rate and Charges

All rates and charges include as a part thereof and are subject to the Rules, Regulations and Conditions of Service hereinafter set forth. Water service is available only where mains are installed.

Domestic Rates:

\$9.72 per month for each campsite in the area authorized to be serviced by Company for water for domestic use from the service branch installed by the Company on said campsite, whether or not there is an actual use or taking of water.

By the express terms of each agreement between Woodhaven Corporation, the developer of Woodhaven Water Division, and person who purchase lots in the subdivision, each purchaser agreed to pay the public utility serving Woodhaven Water Division a minimum monthly charge of three dollars (\$3.00) for water service subject to change by the Illinois Commerce Commission. A similar agreement is included as part of the Declaration of Covenants, Conditions and Restrictions applicable to Woodhaven Water Division which is recorded in the offices of the Recorder in Lee County, Illinois.

Issued: April 14, 2000

Effective: May 29, 2000

Issued By: Garry L. Seehawer, Vice President
5301 E. State Street, Suite 217, Rockford Illinois, 61108

CONSUMERS ILLINOIS WATER CO.
LEE COUNTY

ILL. C. C. NO. 22
Second Revised Sheet No. 2
Cancelling First Revised Sheet No. 2

Applies To: Woodhaven Water Division, Illinois

PUBLIC WATER SERVICE

Commercial Rates:

All service other than service to lots or campsites under Domestic Rates shall be metered commercial service in accordance with the rates set forth such service. The rate for metered commercial service shall consist of a customers charge based on the size of the meter and a usage charge based on the amount of water used.

Customer Charge

Every commercial customer shall pay the following minimum customer charge based upon the size of the meter:

<u>Size of Meter</u>	<u>Rate per Month</u>	<u>Size of Meter</u>	<u>Rate per Month</u>
5/8 inch	<u>\$ 8.68</u>	1-1/2 inch	<u>\$ 27.34</u>
3/4 inch	<u>\$ 10.41</u>	2 inch	<u>\$ 32.97</u>
1 inch	<u>\$ 14.75</u>	3 inch	<u>\$ 93.70</u>

Usage Charge

Every commercial customer shall pay the amount of \$4.34 for every 1,000 gallons of water used.

Issued: April 14, 2000

Effective: May 29, 2000

Issued By: Garry L. Seehawer, Vice President
5301 E. State Street, Suite 217, Rockford Illinois, 61108

CONSUMERS ILLINOIS WATER CO.
LEE COUNTY

ILL. C. C. NO. 22
First Revised Sheet No. 4
Cancelling Original Sheet No.4

Applies To: Woodhaven Water Division, Illinois

PUBLIC WATER SERVICE

N.S.F CHECK CHARGE

A charge of \$15.00 will be made when a check for payment of a bill has been returned to utility marked "Non Sufficient Funds) (N.S.F.).

Issued: April 14, 2000

Effective: May 29, 2000

Issued By: Garry L. Seehawer, Vice President
5301 E. State Street, Suite 217, Rockford Illinois, 61108